



Terms of Reference

Assurance and Risk Committee

Mission and Values

“As partners in Catholic education and open to God’s presence, we pursue fullness of life for all”

We support this spiritual vision through: proclaiming and witnessing to the Good News of Jesus Christ; ensuring quality learning that promotes excellence and fosters the authentic human development of all; living justly and with mercy in the world, in relationship with each other and in harmony with God’s creation; exploring, deepening and expressing our Catholic identity in diverse and authentic ways and enabling each one of us to reflect more fully the image of God; in each of the Diocese of Ballarat Catholic Education Limited (DOBCEL) school communities. At the heart of this vision is our commitment to the ongoing duty of care that we have for the safety, wellbeing and inclusion of all children and young people, especially those entrusted to our care.

Context

All members of DOBCEL Committees and Working Parties are called to make a specific contribution to our Catholic education mission, in support of these Terms of Reference.

The DOBCEL Board, in exercising its function of governance, is duty bound to implement universal standards of good governance through a Gospel lens.¹ To that end it has established Committees which will assist the Board in developing policy for DOBCEL schools and in identifying procedures for the implementation, monitoring and improvement of those policies.

These committees provide opportunities for members of the diocesan education community, and others with relevant expertise, to participate in the mission of DOBCEL, to assist its governance and decision making and to inform faithful stewardship of the mission.² Active participation in them will enable many gifts of the Holy Spirit to be utilised in the service of God and in the mission of the Church. Dialogue with families, made seeking fullness of life for all, will enrich the spirit of communion and cooperation in pursuing the goals of Catholic education.

The DOBCEL Board reviews and finalises policy for ratification by the Bishop.

The Executive Director and Catholic Education Ballarat (CEB) assist the Board in the implementation of DOBCEL policies and ensure that procedures are established, implemented, and monitored. The Executive Director and CEB support the Board Committees in fulfilling DOBCEL’s corporate governance and oversight responsibilities, school financial reporting, compliance oversight, internal control structure, risk management systems, audit functions and in reporting obligations through the Victorian Catholic Education Authority (VCEA).

¹ See Implementation Advisory Group and the Governance Review Project Team, *The Light from the Southern Cross: Promoting Co-responsible governance in the Catholic Church in Australia*, A Report and Recommendations on the Governance and Management of Dioceses and Parishes in the Catholic Church in Australia, 2020, §5.1.1 p.38.

<https://www.catholicreligious.org.au/light-from-the-southern-cross>. Accessed 02/09/2020.

² *ibid.*, §6.1, p.56.

The CECV is an approved school system and funding authority for Victorian Catholic schools established with the support of the Bishop of the Diocese of Ballarat. In accordance with the requirements of the Memorandum of Understanding between the Victorian Registration and Qualifications Authority (VRQA) and the VCEA, the VCEA is authorised as a Review Body under section 4.3.2(c) of the Education Training and Reform Act 2006 (ETR Act) to review and report on the compliance of Catholic schools with the minimum standards for registration. DOBCEL has responsibility for provision of reporting to the VCEA on the compliance of Catholic schools governed by DOBCEL in the Diocese of Ballarat.

Authority

The Board authorises the Assurance and Risk Committee (through the Chair of the Committee for non-Board members) to:

- Make any recommendations to the Board, including seeking the engagement of any professional advisers that the Committee may require to assist in their duties
- Seek any information it requires from DOBCEL employees (and /or its agents) or from external parties
- Investigate any matter brought to the Committee's attention or requested by the Board

Purpose

The Assurance and Risk Committee assists the DOBCEL Board to carry out its responsibilities by:

- Overseeing the operations of DOBCEL Schools and CEB to ensure the implementation of effective risk identification, management and mitigation programs
- Monitoring the performance of the appointed external auditors, and internal assurance activities undertaken by DOBCEL and its schools
- Monitoring the operation of DOBCEL and its schools to ensure compliance with all contractual, regulatory, legislative and behavioural requirements
- Assisting the Board in fulfilling DOBCEL's governance and oversight responsibilities, risk management systems, audit functions and internal control structures.

It is the responsibility of the Committee to maintain free and open communication between the Board, other Committees, CEB, external auditors and internal assurance. The Chair of the Committee will have capacity to make direct contact with the Board and the Executive Director for matters considered appropriate or which have significant risk.

Responsibilities

Risk

- Review DOBCEL's risk appetite and risk tolerance as determined by the Board on a holistic, enterprise-wide basis and make recommendations to the Board as necessary
- Annual review of the implementation, maintenance, and adequacy of DOBCEL's Risk Policy and Risk Management Framework, including reporting the review findings to the Board and any proposed amendments for Board approval
- Review and assess the various categories of risk faced by DOBCEL, including any concentrations of risk, interrelationships between risks and emerging risks
- Ensure the Risk Management Program of work and the organisation's Risk Action Plan are aligned with DOBCEL strategy
- Review and assess the likelihood of occurrence of risks, severity of impact, and any mitigating measures
- Review and assess the implementation of risk treatment and mitigation policies and procedures developed by CEB, including procedures for periodic and critical reporting to the Board and the Committee, to assess compliance and effectiveness
- Review the quality, type and presentation of risk-related information provided to the Committee and the Board
- Review how DOBCEL's Risk Policy and Risk Management Framework is communicated throughout the organisation to ensure an appropriate risk-aware culture has been embedded within DOBCEL and its schools
- Review internal communication and controls systems to encourage the timely flow of risk related information from within the organisation
- Review the adequacy of DOBCEL's insurance programs to ensure appropriate coverage for organisational risks

Assurance

External Auditors

- In consultation with the Finance Committee, make recommendations to the DOBCEL Board on the appointment, retention or replacement, and remuneration of external auditors. The Committee shall pre-approve all audit and non-audit services provided by the external auditors and shall not engage the external auditors to perform any non-audit/assurance services that may impair or appear to impair the external auditor's judgment or independence in respect to DOBCEL's operations
- Review and assess the independence of the external auditors
- Discuss and agree with the external auditors the annual proposed audit plan and fee, including the overall scope of the external audit, any identified risk areas and additional procedures
- Review reports of external auditors and CEB's responses and monitor effective implementation of agreed remediation and improvement activities
- The Committee may seek confidential meetings with the external auditor periodically or as needed, without CEB present

Internal assurance

- Review and assess the effectiveness and adequacy of DOBCEL's framework for compliance with all contractual, regulatory, legislative, and organisational obligations
- Review internal and external compliance reports and CEB's responses and monitor effective implementation of agreed remediation and improvement activities
- Oversee accurate and timely provision of reporting to the Victorian Catholic Education Authority (VCEA) in accordance with the requirements of the Memorandum of Understanding between VCEA and the Victorian Registration and Qualifications Authority (VRQA)
- Oversee and approve the internal assurance plan
- Review and assess the effectiveness and adequacy of DOBCEL's internal control systems
- Review reports of internal assurance and CEB's responses and monitor effective implementation of agreed remediation and improvement activities

Chair of Assurance and Risk Committee

The DOBCEL Board Chair proposes the Committee Chair for approval by the Board. The Committee Chair cannot be the DOBCEL Board Chair.

The Committee Chair will have specific expertise in Assurance and Risk. The Committee Chair will be responsible for calling meetings, setting the agenda and ensuring that minutes are recorded, approved and distributed to the Committee members and the Board.

Membership

The DOBCEL Board Chair proposes members for the Assurance and Risk Committee for approval by the Board.

The Assurance and Risk Committee will consist of:

- DOBCEL Board Chair
- One DOBCEL Board Director
- External members with expertise in risk and/or audit and/or assurance

With the following being in attendance:

- Executive Director
- Deputy Director, Stewardship
- Executive Officer – Manager: Risk & Assurance

Membership of the Committee is for an initial period of three (3) years. Members may seek re-appointment for up to a further three (3) year term. DOBCEL reserves the right to offer a one-year re-appointment where necessary for membership continuity and to restructure the Committee membership when appropriate.

Members of the Committee must abide by the DOBCEL Code of Conduct for Directors which includes Safeguarding Children and Young People.

Current employees of DOBCEL cannot be a voting member of the Committee.

Meetings

Frequency

The Assurance and Risk Committee must meet a minimum 4 times a year with one additional joint meeting to be held with the Finance Committee to discuss and agree on the matters referred to under External Auditors in these Terms of Reference.

Further meetings may be held as the Committee considers necessary and consequently directed by the Committee Chair.

Attendance

All Assurance and Risk Committee members are expected to attend each meeting in person, or through other approved means, such as teleconference or video conference.

Members of the Committee should value and respect differing views, mindful of the diversity of communities and individuals across the Diocese.

Quorum

A quorum shall comprise not less than 50% membership and must include either the Committee Chair, or their respective delegate (who cannot be the DOBCEL Board Chair).

Voting

Any matters requiring decision, will generally be decided by consensus, or if consensus is not achievable, then by a majority of votes cast from members present. In the event of a tied vote, the Chair has a right to a second vote as a casting vote.

Invitees

The Assurance and Risk Committee may invite other people to attend as it sees fit and consult with other people, or seek any information it considers necessary, to fulfil its responsibilities. Non-members who attend meetings by invitation of the Committee may take part in the business of, and discussions at, the meeting but have no voting rights.

Agenda

CEB, in collaboration with the Committee Chair, will distribute a detailed agenda with supporting papers to all Committee members at least 5 business days before each meeting to facilitate members' preparation for the meeting.

Minutes

Secretariat/administrative duties will be provided by the Minute Secretary (or another appropriate designated person) from CEB. The Minute Secretary will prepare the minutes of the Committee meeting within two weeks of the meeting. After the Committee Chair has proofread and given preliminary approval, the draft minutes will be circulated to all Committee members. The Minutes must be ratified and signed by the Chair at the next Committee meeting.

Conflicts of Interest

Committee members will be invited to disclose to the Committee Chair conflicts of interest at the commencement of each meeting in accordance with DOBCEL's Conflict of Interest Policies and Procedures. Ongoing conflicts of interest need not be disclosed at each meeting once acknowledged.

Reporting to the Board

The Committee Chair is to provide a written report to the Board following each Committee meeting. The report will include distribution of a copy of the agenda, minutes and any other necessary information such as submissions, draft policies and proposals requiring Board action and/or approval. The Committee Chair may present the report to the Board with the assistance of CEB where necessary, such as upon request from the Board Chair.

The Committee, through the Committee Chair, will prepare an annual report to the Board and Committee members on all matters considered by the Committee in that 12-month period. The report will be presented to the Board within three months of the end of each calendar year.

Review

The Committee will review their performance against these Terms of Reference on an annual basis. The review may be conducted as a self-assessment and will be co-ordinated by the Committee Chair. The assessment may seek input from any person. Training needs will be monitored by the Committee Chair. The Committee Chair will report the review findings to the Board.

The Committee will review these Terms of Reference on an annual basis to ensure that they remain consistent with the Board's objectives and responsibilities. The Committee Chair will report the review findings to the Board, including any proposed amendments for Board approval.